

TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																	
NATURE OF CONVEYANCE:	SECURITY INTEREST																	
CONVEYING PARTY DATA																		
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CORRESPONDENCE DATA																		
<p>Fax Number: (202)408-3141</p> <p><i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i></p> <p>Phone: 202-408-3121 x2348</p> <p>Email: jberg@cscinfo.com</p> <p>Correspondent Name: Jean Patterson</p> <p>Address Line 1: 1090 Vermont Avenue, NW</p> <p>Address Line 2: Sutie 430</p> <p>Address Line 4: Washington, DISTRICT OF COLUMBIA 20005</p>																		
ATTORNEY DOCKET NUMBER:	658824																	

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TRADEMARK
REEL: 004463 FRAME: 0411

NAME OF SUBMITTER:	Jody Berg
Signature:	/Jody Berg/
Date:	01/28/2011
Total Attachments: 5 source=01-28-11Charming Charlie-TM#page1.tif source=01-28-11Charming Charlie-TM#page2.tif source=01-28-11Charming Charlie-TM#page3.tif source=01-28-11Charming Charlie-TM#page4.tif source=01-28-11Charming Charlie-TM#page5.tif	

GRANT OF SECURITY INTEREST
IN TRADEMARKS

January 27, 2011

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, CHARMING CHARLIE INC. and POSEIDON PARTNERS CMS, INC., each a Delaware corporation with a principal address at 5999 Savoy Drive, Houston, Texas 77036 (collectively, the "Grantor"), hereby grants to WELLS FARGO BANK, NATIONAL ASSOCIATION, as Collateral Agent for certain lenders and other secured parties, with offices at One Boston Place, 18th Floor, Boston, Massachusetts 02108 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, service marks, trademark registrations, service mark registrations, trademark applications, and service mark applications (the foregoing, collectively, the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT OF SECURITY INTEREST IN TRADEMARKS (this "Grant") is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement between, among others, the Grantors and the Grantee, dated as of January 27, 2011 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement").

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[remainder of page intentionally blank]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date above first written.

CHARMING CHARLIE INC., as a Grantor

By: 

Name: Timothy J. B. Burt

Title: CFO

POSEIDON PARTNERS CMS, INC., as a Grantor

By: 

Name: Timothy J. B. Burt

Title: CFO

Signature Page to Grant of Security Interest in Trademarks

WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Collateral Agent and as
Grantee

By: 

Name: Cory Loftus

Its Authorized Signatory

Signature Page to Grant of Security Interest in Trademarks

TRADEMARK
REEL: 004463 FRAME: 0415

SCHEDULE A

<u>Trademarks</u>	<u>Owner</u>	<u>Application/ Filing Date</u>	<u>Status</u>	<u>Application Registration No.</u>	<u>Country</u>
CHARLIE GIRL	Charming Charlie Inc.	November 5, 2010	Pending	85169990	U.S.
CHARLIE GIRL	Charming Charlie Inc.	December 17, 2010	Pending	85200306	U.S.
CHARMING CHARLIE	Charming Charlie Inc.	October 27, 2010	Pending	85162076	U.S.
Shopping Bag Logo Mark	Charming Charlie Inc.	October 27, 2010	Pending	85162082	U.S.

Exhibit A to Grant of Security Interest in Trademarks